

HOLDING FRANK B  
Form 4  
March 17, 2011

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HOLDING FRANK B

2. Issuer Name and Ticker or Trading Symbol  
FIRST CITIZENS BANCSHARES INC /DE/ [FCNCA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
04/08/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Vice Chairman

POST OFFICE BOX 1377

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SMITHFIELD, NC 27577

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class B Common Stock	04/08/2010		P	A	\$ 205.15	8,510	D
Class B Common Stock	05/18/2010		P	A	\$ 206.83	8,810	D
Class B Common Stock	07/01/2010		P	A	\$ 197.5	8,985	D
Class B Common	07/07/2010		P	A	\$ 195.75	9,085 <sup>(3)</sup>	D

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Stock									
Class B Common Stock						150		I	By F. Holding 2009 GRAT
Class B Common Stock	11/23/2010	P	100	A	\$ 184.5	2,134		I	By F. Holding 2010 GRAT
Class B Common Stock	11/30/2010	P	15	A	\$ 181.2	2,149		I	By F. Holding 2010 GRAT
Class B Common Stock	12/10/2010	P	65	A	\$ 188.25	2,214		I	By F. Holding 2010 GRAT
Class B Common Stock	12/10/2010	P	33	A	\$ 188	2,247		I	By F. Holding 2010 GRAT
Class B Common Stock	12/20/2010	P	33	A	\$ 189.4	2,280		I	By F. Holding 2010 GRAT
Class B Common Stock	12/22/2010	P	240	A	\$ 190	2,520		I	By F. Holding 2010 GRAT
Class B Common Stock	12/31/2010	P	300	A	\$ 196.7	2,820		I	By F. Holding 2010 GRAT
Class B Common Stock	04/09/2010	P	130	A	\$ 206	3,831 <u>(1)</u> <u>(4)</u>		I	By spouse
Class B Common Stock	11/30/2010	P	304	A	\$ 183.2	36,878 <u>(1)</u>		I	By Ella Ann 2009 GRAT
Class B Common Stock						1,442 <u>(1)</u>		I	By Ella Ann 2010 GRAT
Class B Common Stock						563,280 <u>(1)</u>		I	By adult children and their spouses and children
Class B Common Stock						6,175 <u>(1)</u>		I	By trust for adult children
Class B Common Stock						45,900 <u>(2)</u>		I	By First Citizens Bancorporation, Inc.

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Class B Common Stock	22,619 <sup>(2)</sup>	I	By Southern BancShares (N.C.), Inc.
Class B Common Stock	1,355 <sup>(2)</sup>	I	By Twin States Farming, Inc.
Class B Common Stock	200 <sup>(2)</sup>	I	By E&F Properties, Inc.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLDING FRANK B POST OFFICE BOX 1377 SMITHFIELD, NC 27577	X	X	Executive Vice Chairman	

## Signatures

Frank B. Holding, By: William R. Lathan, Jr.,  
Attorney-in-Fact

03/17/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
  - (2) The reporting person is a director, officer and/or principal shareholder of the companies that own these shares, but he disclaims beneficial ownership of the listed shares except to the extent of his pecuniary interest therein.
  - (3) Includes 2,325 shares held in the reporting person's revocable trust as to which he is trustee with sole investment authority and which previously have been reported separately as indirectly held by him.
  - (4) Includes 850 shares held in the reporting person's spouse's revocable trust as to which she is trustee with sole investment authority and which previously have been reported separately as indirectly held by him.

### Remarks:

Shares of the issuer's Class A common stock which are or may be beneficially owned by the reporting person are not listed on

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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